

1 BEFORE THE ARIZONA CORPORATION COMMISSION JIM IRVIN **COMMISSIONER - CHAIRMAN** 3 **RENZ D. JENNINGS COMMISSIONER** 4 CARL J. KUNASEK **COMMISSIONER** 5 IN THE MATTER OF THE APPLICATION OF DOCKET NO. W-03510A-98-0073 6 BROOKE WATER, L.L.C. FOR APPROVAL OF) DOCKET NO. W-03039A-98-0073 THE TRANSFER OF ASSETS AND 7 CERTIFICATE OF CONVENIENCE AND NECESSITY. 8 9 IN THE MATTER OF THE APPLICATION OF DOCKET NO. W-03511A-98-0074 **DESERT UTILITIES, INC. FOR APPROVAL OF** DOCKET NO. W-02075A-98-0074 10 THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND 11 NECESSITY. 12 IN THE MATTER OF THE APPLICATION OF DOCKET NO. W-03511A-98-0075 HIGH COUNTRY WATER CO., INC. FOR 13 DOCKET NO. W-02417A-98-0075 APPROVAL OF THE TRANSFER OF ASSETS 14 AND CERTIFICATE OF CONVENIENCE AND NECESSITY. 15 IN THE MATTER OF THE APPLICATION OF DOCKET NO. W-03511A-98-0076 16 PINE-OAK WATER CO., INC. FOR APPROVAL DOCKET NO. W-02396A-98-0076 17 OF THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND 18 NECESSITY. 19 IN THE MATTER OF THE APPLICATION OF DOCKET NO. W-03512A-98-0078 E&R WATER CO., INC. FOR APPROVAL OF 20 DOCKET NO. W-01576A-98-0078 THE TRANSFER OF ASSETS AND 21 CERTIFICATE OF CONVENIENCE AND **NECESSITY.** 22 IN THE MATTER OF THE APPLICATION OF 23 DOCKET NO. W-03512A-98-0079 WILLIAMSON WATERWORKS, INC. FOR DOCKET NO. W-02137A-98-0079 APPROVAL OF THE TRANSFER OF ASSETS 24 Arizona Corporation Commission AND CERTIFICATE OF CONVENIENCE AND DOCKETED 25 NECESSITY. 26 27 . . . DOCKETED BY 28

DOCKET NO. W-03510A-98-0073 ET AL.

2	IN THE MATTER OF THE APPLICATION UNITED UTILITIES, INC. FOR APPROVA OF THE TRANSFER OF ASSETS AND CFRTIFICATE OF CONVENIENCE AND		DOCKET NO. W-03513A-98-0080 DOCKET NO. W-01993A-98-0080
3	NECESSITY.)	
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5	IN THE MATTER OF THE APPLICATION WILLIAMSON WATERWORKS, INC. FOR APPROVAL OF THE TRANSFER OF ASSI	ξ ,	DOCKET NO. W-03513A-98-0081 DOCKET NO. W-02137A-98-0081
6 j	AND CERTIFICATE OF CONVENIENCE / NECESSITY.	AND)	•
7 :		<u> </u>	
8	IN THE MATTER OF THE APPLICATION C&S WATER CO., INC. FOR APPROVAL		DOCKET NO. W-03514A-98-0083 DOCKET NO. W-02134A-98-0083
9	THE TRANSFER OF ASSETS AND	Or))	DOCKET NO. W-02154A-98-0065
10	CERTIFICATE OF CONVENIENCE AND NECESSITY.	} }	
11	IN THE MATTER OF THE APPLICATION	(AE)	DOCKET NO. W-03514A-98-0084
12	UNITED UTILITIES, INC. FOR APPROVA		DOCKET NO. W-01993A-98-0084
13	THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.)	
14	NECESSITY.)	
15	IN THE MATTER OF THE APPLICATION		DOCKET NO. W-03515A-98-0077
16	UNITED UTILITIES, INC. FOR APPROVA OF THE TRANSFER OF ASSETS AND	1.))	DOCKET NO. W-01993A-98-0077
17	CERTIFICATE OF CONVENIENCE AND NECESSITY.)	
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19	IN THE MATTER OF THE APPLICATION E&R WATER CO. INC., FOR APPROVAL		DOCKET NO. W-03513A-98-0082 DOCKET NO. W-01576A-98-0082
20	THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND)	DECISION NO. 60973
21	NECESSITY.)	The same of the sa
22)	<u>OPINION AND ORDER</u>
23	DATE OF HEARING: J	lune 1, 1998	
24		Phoenix, Ari	zona
25		.yn Farmer	
26	APPIARANCES. DOCKETON	Ms. Samanth behalf of Res	a Masters-Brown, STREICH LANG, P.A. on spondents; and
1 mag 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	JUN 1 9 1998	Ms. Janet F.	Wagner, Staff Attorney, Legal Division, on
28	mel	behalf of the Commission.	Utilities Division of the Arizona Corporation
	and the same of th	2	DECISION NO. 60973

BY THE COMMISSION:

On February 12, 1998 Brooke Water, L.L.C. ("Brooke Water"), Desert Utilities, Inc. ("Desert Utilities"), High Country Water Co., Inc. ("High Country"), Pine-Oak Water Co. Inc. ("Pine-Oak"), E&R Water Co., Inc. ("E&R"), Williamson Waterworks, Inc. ("Williamson Waterworks"), United Utilities, Inc. ("United Utilities") and C&S Water Co., Inc. ("C&S") (collectively "Applicants") filed applications with the Arizona Corporation Commission ("Commission") for approval of the transfer of certain portions of assets and corresponding Certificates of Convenience and Necessity ("Certificate" or "CC&N").

On March 11, 1998, the Commission's Utilities Division Staff ("Staff") filed a Motion to Consolidate ("Motion"). By Procedural Order issued on April 2, 1998, Staff's Motion was granted. By Procedural Orders issued on April 23 and 28, 1998, the consolidated applications were set for hearing. On June 1, 1998, a full public hearing was held before a duly authorized Hearing Officer of the Commission at its offices in Phoenix, Arizona. Applicant and Staff appeared with counsel and presented evidence. At the conclusion of the hearing, the matter was taken under advisement pending submission of a Recommended Opinion and Order to the Commission.

DISCUSSION

The applications were filed in order to reorganize the water utility structure of Brooke Utilities, Inc. ("Brooke") to correspond with geographical boundaries. Currently, Brooke is the parent company and has the following subsidiary entities: Brooke Water, C&S Desert Utilities, High Country, Pine-Oak, E&R, United Utilities, and Williamson Waterworks ("Transferors"). After the reorganization, the following seven water companies will operate the various systems: Brooke Water, Circle City Water Co. LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. ("Transferees"). Attached to this Decision is Exhibit 1 which depicts the current organization of Brooke Utilities, Inc.; Exhibit 2 which depicts the reorganization; and Exhibit 3 which sets forth the legal description and corresponding map for each Transferee.

The Applicant's witness, Robert Hardcastle, the managing member of Brooke Water and the President of the other Applicants, testified that the geographic regrouping and transferring of the water systems will result in operating, administrative, and regulatory reporting efficiencies. There will be no

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change in terms of rates and tariffs, ownership, management, or operations of the current water systems.

There are outstanding refunds due for customer security deposits, main extension agreements, and meter and service line installations. These outstanding amounts will be transferred to the new companies following the transfer. The Transferees have not obtained their required franchise, and Staff recommended that the Commission condition approval of the applications upon the Transferees filing a copy of their franchises with the Commission within 365 days from the date of the Commission's Decision. The Applicants are current on their taxes and with the Commission's filing requirements. Not all of the Transferors are in compliance with the Arizona Department of Environmental Quality ("ADEQ") monitoring requirements. As a result of the testing deficiencies, ADEQ stated that the water quality was undeterminable. Staff recommends that the Commission condition approval of the transfers on all of the Transferors filing with the Commission a statement from ADEQ that they are delivering water that does not exceed the maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements.

Having considered the entire record herein and being fully advised in the premises, the Commission finds, concludes, and orders that:

FINDINGS OF FACT

- Applicant provides water utility service to the public in La Paz, Maricopa, Gila, and
 Navajo Counties, Arizona, pursuant to authority granted by the Commission.
- 2. On February 12, 1998, Applicant filed applications for approval of the transfer of Certificates and the sale of assets.
- 3. Applicant duly notified its customers and all property owners in the area of the application and hearing and in response thereto, no objections or claims have been made.
 - 4. On April 16, 1998, Staff filed its Staff Report in this matter.
- 5. By Procedural Orders issued on April 23 and 28, 1998, the hearing on this matter was scheduled for June 1, 1998.
- 6. The hearing was held as scheduled and no members of the public appeared to make a public comment.

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- The applications were filed in order to reorganize the water utility structure of Brooke and
 Brooke Water to correspond with geographical boundaries.
- 8. The geographic regrouping and transferring of the water systems is intended to result in operating, administrative, and regulatory reporting efficiencies.
- 9. There will be no change in terms of rates and tariffs, ownership, management, or operations of the current water systems.
- 10. There are outstanding refunds due for customer security deposits, main extension agreements, and meter and service line installations. These outstanding amounts will be transferred to the new companies following the transfer.
 - 11. Staff recommended that:
 - the Commission condition approval of the transfers on all of the Transferors filing with the Commission a statement from the ADEQ that they are delivering water that does not exceed any maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements. At the time that all the Transferors systems that represent an entire Transferee company have filed verification with the Commission that they are in compliance with the ADEQ monitoring requirements and providing safe water, the Commission's Order approving those separate transfers should become effective subject to the following further conditions:
 - b) the Commission further condition approval of the applications on the Transferees filing a copy of their franchises with the Commission within 365 days from the date of the Commission's Decision;
 - the Commission order the Transferees to file tariffs reflecting the various divisions and their approved rates subsequent to the effectiveness of the Commission's Decision; and
 - d) the Transferees remain subject to all the rates and charges, terms and conditions, and Commission Decisions relative to the respective Transferors.
- 12. Staff's recommendations, as set forth in Findings of Fact No. 11, are reasonable and should be adopted.

CONCLUSIONS OF LAW

- 1. Applicant is a public service corporation within the meaning of Article XV of the Arizona Constitution and A.R.S. Section 40-281 et seq.
- 2. The Commission has jurisdiction over Applicant and of the subject matter of the application.
 - 3. There is a continuing need for public water utility service in Applicant's certificated areas.

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4. Brooke Water, Circle City Water Co., LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. are fit and proper entities to receive the Certificates.

ORDER

assets and the transfer of Certificates of Convenience and Necessity are hereby granted upon the condition that copies of the required franchises are filed with the Commission within 365 days from the date of this Decision and upon a statement from the ADEQ that the water being delivered does not exceed any maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements filing with the Commission, as reflected in the Staff recommendation.

IT IS FURTHER ORDERED that the current rates shall continue to be charged to those customers who are affected by these transfers, until further Order of the Commission.

IT IS FURTHER ORDERED that within 30 days of the date of this Decision, Brooke Water, Circle City Water Co., LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. shall file tariffs reflecting their various divisions and their approved rates.

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DOCKET NO. W-03510A-98-0073 ET AL.

IT IS FURTHER ORDERED that Brooke Water, Circle City Water Co. LLC., Tonto Basin Water

2	Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water
3	Co., Inc. shall remain subject to all the rates and charges, terms and conditions, and Commission
4	Decisions relative to each's transferring entity.
5	IT IS FURTHER ORDERED that this Decision shall become effective immediately.
6	BY ORDER OF THE ARIZONA CORPORATION COMMISSION.
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8	O and I is
	COMMISSIONER - CHAIRMAN COMMISSIONER COMMISSIONER
10	
11	IN WITNESS WHEREOF, I, JACK ROSE, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the citical seal
- 12	of the Commission to be affixed at the Capitol. in the City of Phoenix, this day of June 1998.
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15	JACK ROSE EXECUTIVE SECRETARY
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Samantha Masters-Brown Kevin D. Quigley STREICH LANG, P.A. Renaissance One Two North Central Avenue Phoenix, Arizona 85004-2391	
Robert T. Hardcastle c/o BROOKE UTILITIES, INC. 1011 South Stover Road Payson, Arizona 85541	
Paul Bullis, Chief Counsel Janet Wagner, Staff Attorney Legal Division ARIZONA CORPORATION COMMISSI 1200 West Washington Street Phoenix, Arizona 85007	ON
Director Utilities Division ARIZONA CORPORATION COMMISSI 1200 West Washington Street Phoenix, Arizona 85007	ON

BROOKE WATER, L.L.C.; DESERT UTILITIES, INC.; HIGH COUNTRY WATER CO., INC.; PINE-OAK WATER CO., INC.; E & R WATER CO., INC.; WILLIAMSON WATERWORKS, INC.; UNITED UTILITIES, INC.; and C & S WATER CO., INC.

W-03510A-98-0073; W-03039A-98-0073; W-03511A-98-0074; W-02075A-98-0074; W-03511-98-0075; W-03511A-98-0076; W-03512A-98-0078; W-01993A-98-0078; W-03512A-98-0079; W-02137A-98-0079; W-03513A-98-0080; W-01993A-98-0080; W-03513A-98-0081; W-03513A-98-0081; W-03513A-98-0083; W-03514A-98-0084; W-01993A-98-0084; and W-03515A-98-0077; W-01993A-98-0077; W-03513A-98-0082 and W-01576A-98-0082.

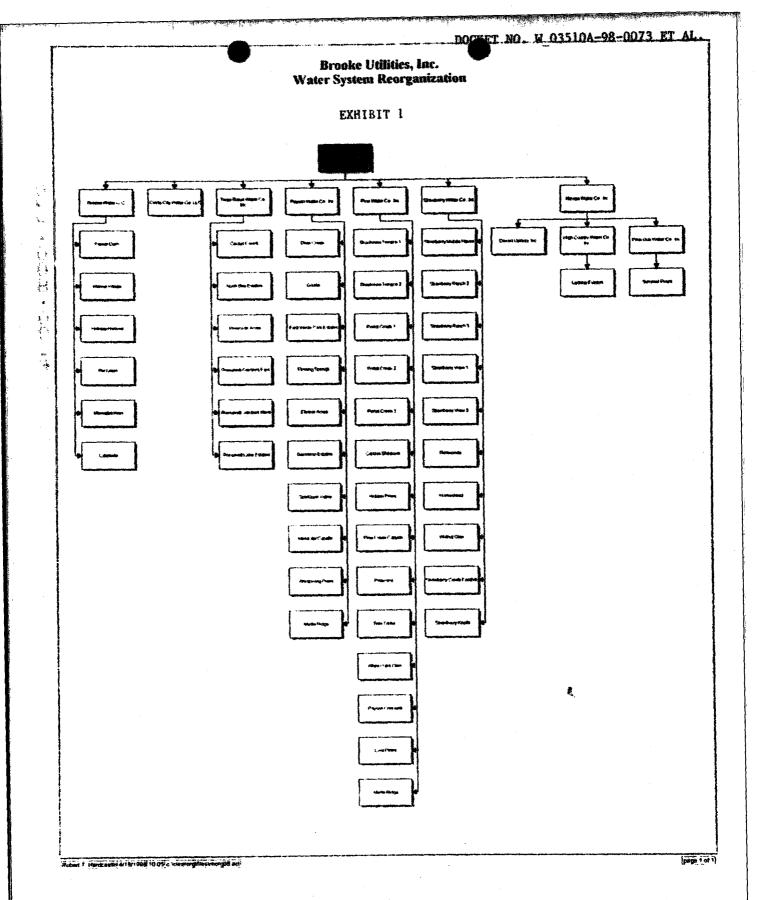


EXHIBIT 3

NEW /EXISTING COMPANY

Brooke Water, L.L.C.

Circle City Water Co., L.L.C.

Payson Water Co., Inc.

Tonto Basin Water Co., Inc.

Pine Water Co., Inc.

LEGAL DESCRIPTION

Area currently certificated to it located in township 10 north, range 19 west, as depicted on Map No. 7, attached.

All areas located within township 3 north, range 1 west; and township 6 north, range 3 west, formerly certificated to Brooke Water, L.L.C., as depicted on Map Nos. 27 and 47, attached.

All areas located within township 8 north, range 10 east; township 10 north, range 11 east; township 11 north, range 10 east; township 11 north, range 11 east; township 11 1/2 north, range 10 east; township 11 1/2 north, range 11 1/2 east; township 12 north, range 10 east, formerly certificated to United Utilities, Inc., as depicted on Map Nos. 8, 10, 12, 13, 18, 19, and 22, respectively. All areas located within township 9 north, range 10 east formerly certificated to C & S Water Company, Inc., as depicted on Map No. 9, attached.

All areas located within township 3 north, range 13 east; township 5 north, range 11 east; township 6 north, range 10 east; township 6 north, range 11 east, formerly certificated to United Utilities, Inc., as depicted on Map Nos. 4, 5, 6, and 7, respectively.

All areas located within township 11 1/2 north, range 9 east; township 12 north, range 9 east, formerly certificated to E & R Water Company. Inc., and Williamson Waterworks, Inc. as described on Map Nos. 17 and 21, attached. All areas located within township 12, north, range 8 east, described as "Pine Systems" formerly certificated to E & R Water Company, Inc., and Williamson Waterworks, Inc., as depicted on Map No. 20, attached.

Page 1 of 2

EXHIBIT 3 (Cont'd)

NEW ÆXISTING COMPANY

Navajo Water Co., Inc.

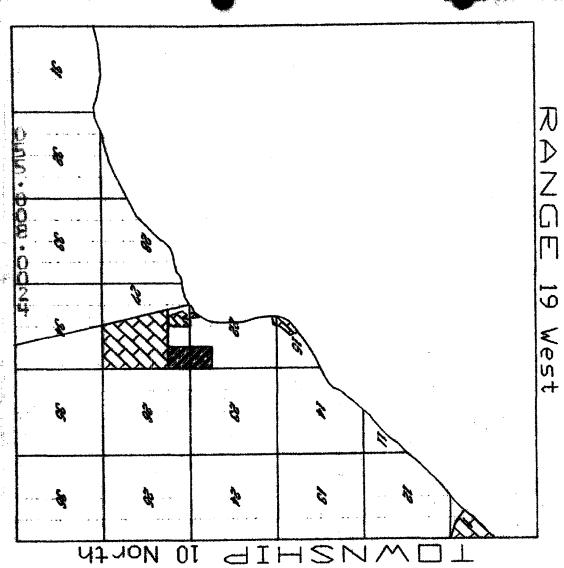
Strawberry Water Co., Inc.

LEGAL DESCRIPTION

All areas located within township 9 north, range 21 east, formerly certificate to Pine Oak Water Company, Inc., as depicted on Map No. 3, attached. All areas located within township 10 north, range 21 east, formerly certificated to Desert Utilities, Inc., as depicted on Map No. 7, attached. All areas located within township 11 north, range 22 east, formerly certificated to High Country Water, Inc., as depicted on Map No. 12, attached.

All areas located within township 12, north, range 8 east, described as "Strawberry Systems" formerly certificated to E & R Water Company, Inc., United Utilities, Inc., and Williamson Waterworks, Inc., as depicted on Map No. 20, attached.

BROOKE WATER L.L.C. MAP NO. 7



□□□□T子: La Paz

Water LLC. (Cotorado River)

lenega Water Company, Inc. U-2034 (1)

Map No. 7

CIRCLE CITY WATER CO., L.L.C. MAP NOS. 27 AND 47

Map No. 27

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Citizens Utilities Company (Agua Fria) City of Surprise (Nonjurisdictional) **Irrigation** City of El Mirage (Nonjurisdictional) Sewer Sun City West Utilities Company TROUN 19 NAR 1997 Sun City Sewer Company XXXX U-3039 (2) Brooke Vater L.L.C. E-1032 (7) 3 North 記記 1SHIF 3 B 3 1

DECISION NO. 60972

NO. W-03510A-98-0073 ET AL.

FNCC. BCC. UND No. 47

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Brooke Water L.L.C.

Morristown Water Company

Puesta del Sol Water Company

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PAYSON WATER CO., INC. MAP NOS. 8, 9, 10, 12, 13, 18, 19 AND 22

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Map No. 8

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V-2371 (1) Jake's Corner Water System

W-1993 (12XI) United Utilities (Deer Creek) United Utilities, Inc.
Docket No. V-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
Docket No. V-3514-98-084

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And Map No. 10

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United Utilities (Star/Quall Valley)

United Utilities, Inc.
Docket No. W-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
Docket No. W-3514-98-084

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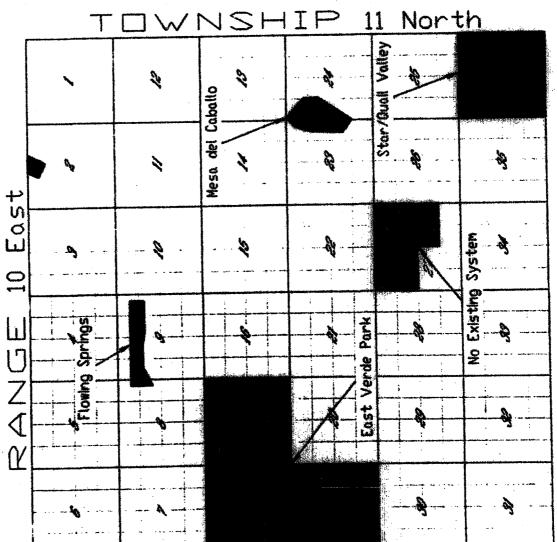
Application Map No. 12

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Beaver Valley Water Company, Inc. V-2015 (2)

V-1993 (12X3)(1) United Utilities

Payson Vater Company, Inc. Docket No. V-3514-98-084 Application to Transfer to United Utilities, Inc. Docket No. V-1993-98-084



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United Utilities (Star/Quall Valley) V-1993 (12)(3)

United Utilities, Inc.
Docket No. W-1993-98-084
Application to Iransfer to
Payson Water Company, Inc.
Docket No. W-3514-98-084

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Map No. 18

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Beaver Valley Water Company, Inc.

W-1993 (12X1X2) United Utilities (Geronimo & Whispering Pines) United Utilities, Inc.
Docket No. V-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
Docket No. V-3514-98-084

TOWNSHIP 11 1/2 North

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DECISION NO. 60973

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Map No. 19

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United Utilities (Myrtle Ridge) U-1993 (12)(1)

RANGE 11 1/2 East

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Application to Transfer to Payson Vater Company, Inc. Docket No. V-3514-98-084 United Utilities, Inc. Docket No. V-1993-98-084 WNSHIP 11 1/2 North

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U-1993 (12X2)
United Utilities (Whispering Pines)

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United Utilities, Inc.
Docket No. W-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
Docket No. W-3514-98-084

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Map No. 9

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C & S Water Company, Inc.

C & S Water Company,
Docket No. V-2134-98-

Docket No. V-2134-98-083
Application to Transfer to Payson Vater Company, Inc.
Docket No. V-3514-98-083

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TONTO BASIN WATER CO., INC. MAP NOS. 4, 5, 6 AND 7

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Map No. 4

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U-1993 (12)(1)
United Utilities (Roosevelt Lake Estates)

Roosevelt Lake Resort, Inc.

United Utilities, Inc. (W-1993-98-077) Application to Transfer to Tonto Basin Water Company, Inc. (W-3515)

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U-1993 (12)(3)
United Utilities (Tonto Basin) U-1993 (12)(3)

United Utilities, Inc. (W-1993-98-077) Application to Transfer to Tonto Basin Water Company, Inc. (W-3515)

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Map No. 6

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Tonto Basin Vater Company

U-1993 (12)(3)
United Utilities (Tonto Basin)

United Utilities, Inc. (W-1993-98-077) Application to Transfer to Tonto Basin Water Company, Inc. (W-3515)

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Map No.

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U-1993 (12×3)

Application to Transfer to Tonto Besin Water Corpany, Inc. (V-3515) nited Utilities (Tonto Bosin Robsevelt Gardens East)

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PINE WATER CO., INC. MAP NOS. 17, 20 AND 21

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E & R Vater Company, Inc.

Millianson Vaterworks, Inc.

Application to Linnister to Pine Water Compuny, In. Licket No. V-3512-99 filte Villiamson Vaterworks in

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RANGE 9 East

E & R Water Company, Inc. (Pine System)

Improvement District (Nonjurisdictional) Solitude Trails Domestic Water

Application to Transfer to William on Waterworks, beof another bengening, the

Fine Vinter Company, by Januar No. W. Palijaspanie

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Water Improvement District United Utilities (Strawberry) Pine Creek Canyon Domestic Application to finition to BOTH BUSINESS OF THE LABOUR Strawberry Water Company Williamson Vaterworks, Inc. E & R Water Company, Inc. Docket In W-3913 90 and . & F water Companies he Williamson Waterwate L. U-1993 (12X1) of a state of a section of the File Water Company, Inc. Applications for front to a Strawberry Water Law U-1407 (1) U-2137 (2) 0-1576 (3) WHENT OF WATER Thirties Higher, be, (Non jurisdictional) 1SHIP 12 North 3 3 Pine Systems છ 7 1 East d B 2 ω Strawberry Systems 9 1

DECISION NO. 60972

TRICKE COUNTY

NAVAJO WATER CO., INC. MAP NOS. 3, 7, AND 12

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Map No. 3

UNTY Navajo

Pine Dak Water Company, Inc. U-2396 (I)

ine Dak Water Company, Inc. Application to Transfer to Nava jo Vater Company, Inc. Docket No. V-3511-98-076 Docket No. W-2396-98-076

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DECISION NO. 60948

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Map No. 7

UNTY: Navajo

U-2075 (1) Desert Utilities, Inc.

Foois Hollow Water Company U-2042 (1)

77477 U-1894 (4) Papa, George M. Water Company

Park Valley Vater Company 0-1653 (1)

White Mountain Water Company

Navajo Water Company, Inc. Application to Transfer to Docket No. W-2075-98-074 Docket No. W-3511-98-074 Desert Utilities, Inc.

TRIMETE 6 NEV 1991

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Map No. 12

COUNTY: Navajo

High Country Vater, Inc.
High Country Vater, Inc.
MINIMAL U-1979 (1)
Silver Vell Service Corporation
Silver Vell Service Estates, Inc.
Vhite Mountain Lake Estates, Inc.

High Country Vater, Inc. Bocket No. V-2417-98-075 Application to Transfer to Navajo Vater Company, Inc. Docket No. V-3511-98-075

TOWNSHIP 11 North

STRAWBERRY WATER CO., INC. MAP NO. 20

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